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**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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UNITED STATES OF AMERICA,)
Plaintiff,)
v.) Civ. Action No. 09-CV-2845
WALDEN CAPITAL PARTNERS, L.P.) Jones, J.
Defendant.)

**ORDER APPROVING THE FORM AND MANNER OF NOTICE TO
CLAIMANTS AND ESTABLISHING A CLAIMS BAR DATE**

Upon full consideration of the Unopposed Motion of the U.S. Small Business Administration as Receiver for Walden Capital Partners, L.P. for Entry of an Order Approving the Form and Manner of Notice to Claimants and Establishing a Claims Bar Date, and this Court being duly advised as to the merits,

IT IS HEREBY ORDERED THAT:

1. The Receiver's Motion for entry of an Order Approving the Form and Manner of Notice to Claimants and Establishing a Claims Bar Date is GRANTED;
2. Following the entry of this Order, the Receiver is ORDERED to send notice, substantially in the form set forth as Exhibit "A" hereto, via first-class mail, postage prepaid, to those persons or entities, other than the U.S. Small Business

Administration and parties contracted or retained by the U.S. Small Business Administration as Receiver, which the Receiver has reason to believe are creditors, agents, former directors or officers, employees, partners, participant investors or lenders with Walden, portfolio concerns or limited partners of Walden, and to any other persons or entities who have, during the term of the receivership, asserted a claim (of whatever kind or merit) against Walden, the Walden receivership estate, or assets or funds in the possession of the Receiver;

3. The Receiver is further ORDERED to publish notice, substantially in the form set forth in Exhibit "A" hereto, once each week for two weeks in *New York Daily News* a newspaper of general circulation;

4. This Court further ORDERS that it finds that notice provided in the form and manner described in Paragraphs 2 and 3 of this Order is reasonable notice, under the circumstances, to persons or entities who may have claims against Walden, the Walden receivership estate, or assets or funds in the possession of the Receiver;

5. All persons or entities having claims against Walden, or the Walden receivership estate, or assets or funds in the possession of the Receiver, other than the U.S. Small Business Administration and parties contracted or retained by the U.S. Small Business Administration as Receiver, are ORDERED to file such claims in writing and in the form prescribed in paragraph 6 of this Order, with the Receiver, c/o Charles P. Fulford, Principal Agent for SBA, Receiver for Walden Capital Partners LP, 1100 G Street, NW, Suite 200, Washington, D.C. 20005, within thirty (30) days of the last day of notice by publication, which date will be stated in the mailed and published notices;

6. In setting forth a claim against Walden, the Walden receivership estate or assets or funds in the possession of the Receiver, all persons and entities are ORDERED to state in writing: (1) the full name and address and telephone number of the claimant; (2) the amount of the claim; (3) the specific grounds for each claim; and (4) the date on which the obligation was allegedly incurred by Walden. Such claimants shall also provide at the time of filing such written claims any and all documents or other materials which the claimant believes supports the claim or might assist the Receiver in evaluating the claim;

7. In the event that the Receiver recommends denial of any claim, it is ORDERED that the Receiver is authorized and directed to move for summary disposition of said claim(s) and to furnish a copy of the moving papers to the claimant(s); in such case the claimant may respond within 30 days, serving a copy of its response on the Receiver, and the Court will resolve said claim(s) expeditiously through a summary procedure that the Court will determine at that time; and

8. To give effect to the "claims bar date" established in Paragraph 5 of this Order, by which date claims must be filed or shall forever be barred, it is further ORDERED that any persons or entities, other than the U.S. Small Business Administration and parties contracted or retained by the U.S. Small Business Administration as Receiver, which fail to file a claim against Walden, the Walden receivership estate, or assets or funds in the possession of the Receiver, in the form and by the time and date required by this Order, shall be forever barred and permanently enjoined from asserting, pursuing or prosecuting any such claims, of any kind or nature,

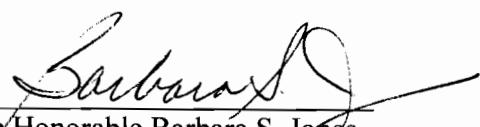
whether now known or unknown, against Walden, its Receiver, their successors or

assigns, or against assets or funds in the possession of the Receiver.

SO ORDERED

Dated: October 9, 2009

New York, New York



The Honorable Barbara S. Jones
United States District Court Judge

**NOTICE TO ALL CREDITORS OR CLAIMANTS
OF WALDEN CAPITAL PARTNERS, L.P.**

By Order of the U.S. District Court for the Southern District of New York, dated _____, 2009, persons or entities who wish to assert a claim against Walden Capital Partners, L.P. ("Walden") must do so by filing a written claim with the Receiver on or before _____. All previously submitted claims against Walden or its Receiver must be resubmitted in accordance with this Notice, as provided for in the Notice to Claimants Order.

Walden, a Delaware limited partnership, is a Small Business Investment Company ("SBIC") licensed by the U.S. Small Business Administration ("SBA"). Walden has been in receivership since March 30, 2009 by Order of the Court identified above, entered in Civil Action No. 09-cv-2845, United States v. Walden Capital Partners, L.P. The SBA is Walden's court-appointed Receiver.

Any person or entity asserting a claim against Walden, the Walden receivership estate, or assets or funds in the hands of the Receiver, must do so in writing, and forward such claim to:

SBA, Receiver for Walden Capital Partners, L.P.
Attn: Charles P. Fulford, Principal Agent
1100 G Street, N.W. Suite 200
Washington, D.C. 20005
(202) 272-3617

Claims must be received no later than 5:00 p.m. E.S.T., _____.

Your claim must state: (1) the full name, address and telephone number of the claimant; (2) the amount of the claim; (3) the specific grounds for each claim; and (4) the date on which the obligation was allegedly incurred by Walden or the Receiver. Attach all other documents or materials which support the claim, or which the Receiver might require in evaluating the claim. If you fail to provide any of the specified information, your claim will be deemed incomplete and untimely.

Failure to present a complete and timely claim to the Receiver on or before (date) will result in your claim being forever barred, and you will not thereafter be able to make a claim against Walden the receivership estate, or any other assets or funds in the possession of the Receiver.

U.S. SMALL BUSINESS ADMINISTRATION
Receiver for Walden Capital Partners, L.P.